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3-183A055

June 29, 1993

**VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Room 2303
12th & Constitution
Washington, D.C. 20423

RECORDATION NO. 17491-F
FILED 1993

JUL 2 1993 4:05 PM

INTERSTATE COMMERCE COMMISSION

JUL 2 3 48 PM '93
MOTOR OPERATING UNIT

Attn: Mildred R. Lee/
DOCUMENTS FOR RECORDATION

Re: Recordation No. 17491

Dear Mr. Strickland:

I am an attorney representing The CIT Group/Equipment Financing Inc., a party to the enclosed document. I have enclosed originals and certified copies of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code and the regulations adopted pursuant thereto. The document is:

Partial Release and Quitclaim Bill of Sale dated as May 28, 1993.

The primary document to which this is connected is recorded under Recordation No. 17491. The names and addresses of the parties to this document are as follows:

Lessor: The CIT Group/Equipment Financing Inc.
1400 Renaissance Drive
Suite 400
Park Ridge, IL 60068

Sidney L. Strickland, Jr.

June 29, 1993

Lessor: The CIT Group/Equipment Financing Inc.
1400 Renaissance Drive
Suite 400
Park Ridge, IL 60068

Lessee: Bethlehem Steel Corporation
Bethlehem, PA 18016

The equipment covered by this document is comprised of 115, 100 ton, aluminum open quick dump coal hopper cars with a rotary coupler and 3,870 cubic foot capacity bearing running marks and numbers in series MCHX 30815-31044, as more specifically identified in the document.

A fee of \$16.00 is enclosed. Please returned the original document and any extra copies not required by the Commission for recordation, plus the enclosed copy of this letter, each bearing your file-stamp to:

Richard Demarest Yant
Seyfarth, Shaw, Fairweather &
Geraldson
55 East Monroe Street
Suite 4200
Chicago, IL 60603.

A short summary of the document to appear in the index follows:

Partial Release and Quitclaim Bill of Sale by Bethlehem Steel Corporation, Bethlehem, PA and The CIT Group/Equipment Financing Inc., Park Ridge, IL, dated as of May 28, 1993, evidencing the partial release under the lease filed under Recordation No. 17491 and conveyance of such cars to The CIT Group/Equipment Financing Inc., relating to the 115 aluminum open, quick dump coal hopper cars described therein.

Very truly yours,

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

By


Richard Demarest Yant

RDY/lb

Encs.

cc: Paul A. Lechner (w/enc.)
Timothy White (w/enc.)
Stephen Selden

Interstate Commerce Commission
Washington, D.C. 20423

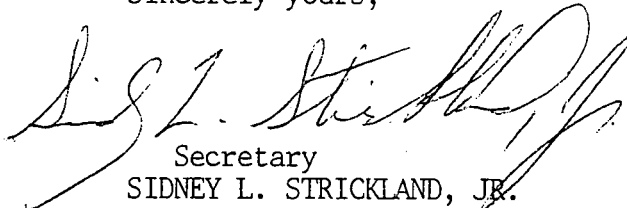
OFFICE OF THE SECRETARY

Richard Demarest Yant
Seyfarth, Shaw, Fairweather &
Geraldson
55 East Monroe Street
Suite 4200
Chicago, Illinois 60603

Dear **Sirs:**

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on **7/2/93** at **4:05PM**, and assigned
recordation number(s). **17491-F.**

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

214 *

REGISTRATION NO. 17485 F
PARTIAL RELEASE AND QUITCLAIM
BILL OF SALE

JUL 2 1993 4:08 PM

INTERSTATE COMMERCE COMMISSION

THIS PARTIAL RELEASE AND QUITCLAIM BILL OF SALE is executed as of the 28th day of May, 1993, by Bethlehem Steel Corporation, a Delaware corporation ("Lessee"), and The CIT Group/Equipment Financing, Inc., a New York corporation ("Lessor").

RECITALS

A. Lessor and Lessee are parties to the Railcar Lease Agreement dated as of July 31, 1991, which was filed with the Interstate Commerce Commission on August 23, 1991, under Recordation No. 17491, and which has been subsequently supplemented and amended (as supplemented and amended, the "Lease").

B. The parties desire to evidence the termination and release of their respective interests under the Lease with respect to those units of equipment described on Schedule 1 attached hereto and made a part hereof (collectively, the "Released Units").

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. Release and Quitclaim. Lessee hereby releases and quitclaims unto Lessor all of its right, title and interest in and to the Released Units, including such interest as may be represented under the Lease.

2. Release by Lessor. Lessor hereby releases Lessee from all of its obligations under the Lease with respect to the Released Units arising from and after the date hereof.

3. Termination. Lessor and Lessee hereby acknowledge that the Lease has been terminated with respect to the Released Units.

4. Survival. The obligations of the parties which may have accrued prior to the date hereof shall survive execution and delivery of this document.

5. Miscellaneous. This document and the covenants and agreements contained herein shall be binding upon and inure to the benefit of Lessor and Lessee and their respective successors and assigns. The headings contained in this document are for convenience only, are not part of this document and shall not be deemed to affect the meaning and construction of any of the provisions hereof. This document may be executed by the parties hereto in any number of separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same agreement. This instrument shall be governed by and construed in accordance with the laws of the State of New York.

IN WITNESS WHEREOF, Lessor and Lessee have each caused this Release to be duly executed as of the date first above written, and the undersigned signatories hereby each declares pursuant to 28 USC § 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below its signature.

BETHLEHEM STEEL CORPORATION

By:

John F. Lushky Jr
Title: Manager, Restructured Operations
Date: May 28, 1993

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By:

Muel
Title: VICE PRESIDENT
Date: 6-23, 1993

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF Lehigh) SS

The foregoing instrument was acknowledged before me
this 28th day of May, 1993, by John F. Lushis, Jr.,
Manager, Restructured Operations of Bethlehem Steel Corporation, a Delaware
corporation, on behalf of the corporation.

Lynn L. Deppe
Notary Public

STATE OF Illinois)
COUNTY OF Cook) SS

NOTARIAL SEAL
Lynn L. Deppe, Notary Public
City of Bethlehem, Lehigh County, Pa.
My Commission Expires Dec. 27, 1993

The foregoing instrument was acknowledged before me
this 2nd day of June, 1993, by Paul A. Lechner,
Vice President of The CIT Group/Equipment Financing, Inc.,
a New York corporation, on behalf of the corporation.

Richard D. Yant
Notary Public

" OFFICIAL SEAL "
RICHARD D. YANT
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 12/15/95

Released Units

COUNTING NUMBER	CAR INITIAL	CAR NUMBER
1	MCHX	30817
2	MCHX	30819
3	MCHX	30823
4	MCHX	30828
5	MCHX	30829
6	MCHX	30830
7	MCHX	30834
8	MCHX	30836
9	MCHX	30842
10	MCHX	30843
11	MCHX	30844
12	MCHX	30851
13	MCHX	30855
14	MCHX	30858
15	MCHX	30859
16	MCHX	30863
17	MCHX	30865
18	MCHX	30871
19	MCHX	30872
20	MCHX	30874
21	MCHX	30875
22	MCHX	30877
23	MCHX	30878
24	MCHX	30879
25	MCHX	30884
26	MCHX	30885
27	MCHX	30890
28	MCHX	30891
29	MCHX	30892
30	MCHX	30893
31	MCHX	30894
32	MCHX	30896
33	MCHX	30897
34	MCHX	30899
35	MCHX	30902
36	MCHX	30903
37	MCHX	30904
38	MCHX	30906
39	MCHX	30908
40	MCHX	30909
41	MCHX	30910
42	MCHX	30911
43	MCHX	30912
44	MCHX	30913
45	MCHX	30917
46	MCHX	30920
47	MCHX	30921

COUNTING NUMBER	CAR INITIAL	CAR NUMBER
48	MCHX	30924
49	MCHX	30925
50	MCHX	30927
51	MCHX	30928
52	MCHX	30930
53	MCHX	30932
54	MCHX	30942
55	MCHX	30945
56	MCHX	30946
57	MCHX	30949
58	MCHX	30950
59	MCHX	30953
60	MCHX	30955
61	MCHX	30958
62	MCHX	30959
63	MCHX	30961
64	MCHX	30963
65	MCHX	30967
66	MCHX	30968
67	MCHX	30969
68	MCHX	30970
69	MCHX	30971
70	MCHX	30972
71	MCHX	30973
72	MCHX	30974
73	MCHX	30975
74	MCHX	30977
75	MCHX	30978
76	MCHX	30979
77	MCHX	30980
78	MCHX	30981
79	MCHX	30993
80	MCHX	30996
81	MCHX	30997
82	MCHX	30998
83	MCHX	31000
84	MCHX	31001
85	MCHX	31002
86	MCHX	31003
87	MCHX	31005
88	MCHX	31006
89	MCHX	31007
90	MCHX	31008
91	MCHX	31011
92	MCHX	31013
93	MCHX	31017
94	MCHX	31019

COUNTING NUMBER	CAR INITIAL	CAR NUMBER
95	MCHX	31020
96	MCHX	31021
97	MCHX	31024
98	MCHX	31025
99	MCHX	31026
100	MCHX	31028
101	MCHX	31029
102	MCHX	31033
103	MCHX	31034
104	MCHX	31035
105	MCHX	31036
106	MCHX	31037
107	MCHX	31038
108	MCHX	31039
109	MCHX	31040
110	MCHX	31042
111	MCHX	31044
112	MCHX	30846
113	MCHX	30847
114	MCHX	30848
115	MCHX	30849